

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's nameAgileThought Brasil-Consultoria Em Tecnologia LTDA**2. All other names debtor used in the last 8 years**Alpama Global Services Brasil-Consultoria Em Tecnologia LTDA

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)N / A - _____**4. Debtor's address****Principal place of business**Conjuntos No. 1511, 1512 e 1513 localizados no 15Number Streetandar do Edificio Capital Corporate OfficeSão Paulo

City

Brazil

State

ZIP Code

County

Mailing address, if different from principal place of businessNumber Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of businessNumber Street

City

State

ZIP Code

5. Debtor's website (URL)www.agilethought.com

Debtor

AgileThought Brasil-Consultoria Em Tecnologia LTDA
Name

Case number (if known)

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☐ Other. Specify: _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5 4 1 5**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor AgileThought Brasil-Consultoria Em Tecnologia LTDA
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes.

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes.

Debtor See attached schedule Relationship Affiliates

District Delaware When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor AgileThought Brasil-Consultoria Em Tecnologia LTDA
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08 29/2023
MM / DD / YYYY

x

Signature of authorized representative of debtor

Title

Chief Restructuring Officer

James S. Feltman

Printed name

Debtor AgileThought Brasil-Consultoria Em Tecnologia LTDA
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Jeremy W. Ryan

Date 08 29/2023

Signature of attorney for debtor

MM / DD / YYYY

Jeremy W. Ryan

Printed name

Potter Anderson & Corroon LLP

Firm name

1313 North Market Street, Sixth Floor

Number Street

Wilmington

City

DE 19801

State ZIP Code

(302) 984-6000

Contact phone

jryan@potteranderson.com

Email address

4057

Bar number

DE

State

Schedule 1**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY THE DEBTOR AND ITS AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion is being filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

- AgileThought, Inc.
- AN Global LLC
- 4th Source Holding Corp
- 4th Source Mexico, LLC
- 4th Source, LLC
- AgileThought Argentina, S.A.
- AgileThought Brasil-Consultoria Em Tecnologia LTDA
- AgileThought Brasil Servicos de Consultoria Em Software
- AgileThought Costa Rica, S.A.
- AgileThought Digital Solutions, S.A.P.I. de C.V.
- AgileThought México, S.A. de C.V.
- AgileThought, LLC
- AgileThought Servicios Administrativos, S.A. de C.V.
- AgileThought Servicios Mexico, S.A. de C.V.
- AGS Alpama Global Services México, S.A. de C.V.
- AGS Alpama Global Services USA, LLC
- AN Data Intelligence SA de CV
- AN Extend, S.A. de C.V.
- AN Evolution S. de R.L. de C.V.
- AN USA
- AN UX, S.A. de C.V.
- Anzen Soluciones, S.A. de C.V.
- Cuarto Origen, S. de R.L. de C.V.
- Entrepids México, S.A. de C.V.
- Entrepids Technology Inc.
- Facultas Analytics, S.A.P.I. de C.V.
- Faktos Inc, S.A.P.I. de C.V.
- IT Global Holding LLC
- QMX Investment Holdings USA, Inc.
- Tarnow Investment, S.L.
- AgileThought, S.A.P.I. de C.V.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

**AGILETHOUGHT BRASIL-CONSULTORIA
EM TECNOLOGIA LTDA,**

Debtor.

Chapter 11

Case No. 23-_____ ()

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rules of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

☐ None [*check if applicable*]

Name: Tarnow Investment, S.L.
Address: Camino Fuente de la mora 9
28050 Madrid, Spain

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AGILETHOUGHT BRASIL-CONSULTORIA EM
TECNOLOGIA LTDA,

Debtor.

Chapter 11

Case No. 23-____ ()

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 1007(a)(3), the following persons and entities are equity security holders for AgileThought Brasil-Consultoria, EM Tecnologia LTDA, the Debtor in this case, as of the date hereof:

Member	Address	Percentage of Equity Held
Tarnow Investment, S.L.U.	Camino Fuente de la mora 9 28050 Madrid	99.93%
Gilson Pereira de Gouvea	Rua Orbetello Numero 52, Bairro Monte Alegre, Cidade de Vinhedo 13281-070 Sao Paulo	0.07%

Fill in this information to identify the case:

Debtor name: AN Global LLC, et al.

United States Bankruptcy Court for the District of Delaware

Case number (if known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 TAX ADMINISTRATION SERVICE (MEXICO) AV. HIDALGO 77 COL. GUERRERO CIUDAD DE MEXICO, 06300 MEXICO	PHONE: (52)-55 627 22 728	TAX	CONTINGENT, UNLIQUIDATED, DISPUTED			\$ 203,333,138.00
2 MONROE CAPITAL LLC JEFF CUPPLES 311 SOUTH WACKER DRIVE SUITE 6400 CHICAGO, IL 60606	JEFF CUPPLES PHONE: 312-623-2385 FAX: 312-258-8350 EMAIL: JCUPPLES@MONROECAP.COM	FEE		UNDETERMINED		\$ 3,451,615.00
3 MICROSOFT CORPORATION EDGAR I. BLANCO PO BOX 842103 DALLAS, TX 75284	EDGAR I. BLANCO PHONE: 469-775-0391 EMAIL: EDGARBLANCO@MICROSOFT.COM	TRADE				\$ 1,808,548.96
4 EXITUS CAPITAL SAPI DE CV SOFOM ENR JACOBO MONTOYA CARRETERA MEXICO-TOLUCA NUMERO 5420, PISO 8 COLONIA EL YAQUI CUAJIMALPA DE MORELOS, CDMX 05320 MEXICO	JACOBO MONTOYA PHONE: 55-41709910 FAX: 55-36490804 EMAIL: JMONTOYA@EXITUS.COM	DEBT		UNDETERMINED		\$ 1,580,000.00
5 MAYER BROWN LLP LUCAS GIARDELLI 230 SOUTH LASALLE ST CHICAGO, IL 60604	LUCAS GIARDELLI PHONE: 646-469-4914 EMAIL: LGIARDELLI@MAYERBROWN.COM; MGOMEZ2@MAYERBROWN.COM	PROFESSIONAL SERVICES				\$ 1,524,203.15
6 COUSINS FUND II TAMPA III, LLC JILLIAN TAHAN 3344 PEACHTREE RD NE SUITE 1800 ATLANTA, GA 30326	JILLIAN TAHAN PHONE: 813 289 2600 EMAIL: MDESSLER@COUSINS.COM; JTAHAN@COUSINS.COM	LEASE				\$ 1,130,032.96
7 SAP MEXICO SA DE CV OMAR TORRES AV. PASEO DE LA REFORMA 509, PISO 20 CDMX, 06500 MEXICO	OMAR TORRES PHONE: 52 55 4588 2887 FAX: 52 (81) 8152 1701 EMAIL: OMAR.TORRES01@SAP.COM; VANESSA.DALMAS@SAP.COM; EDUARDA.FORESTA@SAP.COM	TRADE				\$ 1,106,302.49
8 KORN FERRY MAX KERSHNER, BARBARA JORDAN N50 SUITE 25000 1201 WEST PEACHTREE ATLANTA, GA 56402	MAX KERSHNER, BARBARA JORDAN PHONE: 404 577 7542 EMAIL: MAX.KERSHNER@KORNFERRY.COM; BARBARA.JORDAN@KORNFERRY.COM	PROFESSIONAL SERVICES				\$ 949,447.96
9 FACTORING CORPORATIVO SA DE CV SOFO L RODRIGUEZ REFORMA NO. 2654 INTERIOR 1003 REFORMA NO. 2654 INTERIOR 1003 MEXICO CITY, 11950 MEXICO	L RODRIGUEZ PHONE: 55 60810990 EXT 124 EMAIL: LRODRIGUEZ@FACCORP.NET	FACTORING AGREEMENT				\$ 917,592.04
10 KC RENTAS S.A DE C.V RICARDO MENDIETA, ROSALBA CESAREO 10 DE MAYO # 47-A TLALNEPANTLA DE BAZ, 54080 MEXICO	RICARDO MENDIETA, ROSALBA CESAREO PHONE: 52 55 5365 5050 EXT 421; 52 55 1525 8836 EMAIL: RMENDIETA@KAPALI.COM.MX; RCESAREO@KAPALI.COM.MX	LEASE				\$ 828,531.38
11 AGS GROUP MAURICIO RIOSECO 907 RANCH ROAD 620 SOUTH, SUITE 302 LAKEWAY, TX 78734	MAURICIO RIOSECO EMAIL: MAURICIO.RIOSECO@RW.COM.MX	DEBT		UNDETERMINED		\$ 775,931.61
12 TENNESSEE DEPARTMENT OF REVENUE COLLECTION SERVICES DIVISION 500 DEADERICK ST NASHVILLE, TN 37242	COLLECTION SERVICES DIVISION PHONE: 844-729-8689 EMAIL: REVENUE.COLLECTION@TN.GOV; TDOR.BANKRUPTCY@TN.GOV	TAX	DISPUTED			\$ 684,561.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 LINK X S. A. DE C. V. BLANCA GOMEZ, JOSÉ LUIS CHACÓN JOSE PAGES YERGO LA MAGDALENA 104 TOLUCA, 50010 MEXICO	BLANCA GOMEZ, JOSÉ LUIS CHACÓN PHONE: 52 55 7858 0472; 52 55 8868 8713 EMAIL: BIGOMEZ@LINKX.MX; CASEGURA@LINKX.MX; JLCHACON@LINKX.MX	TRADE				\$ 680,137.59
14 KPMG LLP SPENCER FELD 2323 ROSS AVENUE SUITE 1400 DALLAS, TX 75201	SPENCER FELD PHONE: 402-650-3441 FAX: 214-840-2297 EMAIL: SFELD@KPMG.COM; LACOSTA@KPMG.COM	PROFESSIONAL SERVICES				\$ 566,571.81
15 BDO USA, LLP TJ NUNEZ 770 KENMOOR SE SUITE 300 GRAND RAPIDS, MI 49546	TJ NUNEZ PHONE: 813-302-6622 EMAIL: CLEWIS@BDO.COM; TNUNEZ@BDO.COM	PROFESSIONAL SERVICES				\$ 490,070.00
16 PRICEWATERHOUSECOOPERS IVANNA NAZAR 2121 N. PEARL STREET SUITE 2000 DALLAS, TX 75201	IVANNA NAZAR PHONE: 31 06 41587882 EMAIL: IVANNA.NAZAR@PWC.COM	PROFESSIONAL SERVICES				\$ 462,368.00
17 MICROSTRATEGY MEXICO S DE RL DE CV LETICIA PEREZ JUAN SALVADOR AGRAZ 50 602 SANTA FE CUAJIMALPA, 05348 MEXICO	LETICIA PEREZ PHONE: 52 55 6827 8367 FAX: 52-55-4140-6112 EMAIL: LPEREZ@MICROSTRATEGY.COM	TRADE				\$ 434,004.72
18 ANOVORX KYLE P. TRUITT 1710 N SHELBY OAKS DR SUITE 3 MEMPHIS, TN 38134	KYLE P. TRUITT PHONE: 901-359-8896 FAX: 901-201-5470 EMAIL: KYLE.TRUITT@ANOVORX.COM	LITIGATION				\$ 395,000.00
19 DATAVISION DIGITAL NORMA DIAZ AVENIDA PATRIOTISMO 48 MIGUEL HIDALGO, 11800 MEXICO	NORMA DIAZ PHONE: 52 (55) 5273 2903 EMAIL: NORMA.DIAZ@DATAVISION.COM.MX	TRADE				\$ 383,641.94
20 BANCO VE POR MAS, S.A. JAVIER GARCIA, SION CHEREM PASEO DE LA REFORMA 243 PISO 21 CUAUHTEMOC CDMX, 06500 MEXICO	JAVIER GARCIA, SION CHEREM PHONE: 52 55 7919 3828 EMAIL: JAVIER.GARCIA@SIMETRICGI.MX; SION.CHEREM@SIMETRICGI.COM	TRADE				\$ 349,750.17

Fill in this information to identify the case and this filing:

Debtor Name AgileThought Brasil-Consultoria Em Tecnologia LTDA
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

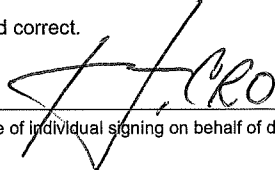
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement, List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/29/2023
 MM / DD / YYYY

x


 Signature of individual signing on behalf of debtor

James S. Feltman

Printed name

Chief Restructuring Officer

Position or relationship to debtor

AGILETHOUGHT BRASIL-CONSULTORIA EM TECNOLOGIA LTDA.
CNPJ/CPF 10.607.652/0001-42
NIRE 35.223.012.211

ATA DE REUNIÃO DE SÓCIOS
REALIZADA EM 28 DE AGOSTO DE 2023

1. **Data, Hora e Local:** Ao dia 28 do mês de Agosto de 2023, às 10:00 horas, na sede social da **AGILETHOUGHT BRASIL-CONSULTORIA EM TECNOLOGIA LTDA.**, localizada na Avenida Chucrí Zaidan nº 1500, 15º andar, conjuntos 1511, 1512 e 1513, Edifício Capital Corporate Office, Brooklin, Cidade de São Paulo, Estado de São Paulo, CEP: 04583-110 ("Sociedade").
2. **Convocação e Presença:** Dispensada a convocação, em virtude da presença dos sócios representando a totalidade do capital social da Sociedade, conforme disposto no artigo 1.072, § 2º da Lei 10.406/02, a saber: **(a) TARNOW INVESTMENT S.L.**, sociedade constituída de acordo com as leis da Espanha, com sede na 28.001- Madrid calle Conde Aranda número 5, Madrid, Espanha, inscrita no CNPJ/ME sob o nº 10.849.464/0001-20, neste ato representada por seu procurador **Gilson Pereira de Gouvea**, brasileiro, divorciado, administrador de empresas, portador da Cédula de Identidade RG nº 15.992.892 SSP/SP, inscrito no CPF/ME sob o nº 066.055.938-20, residente e domiciliado na Cidade de Vinhedo, Estado de São Paulo, Rua Orbetello, nº 52, Condomínio Campo de Toscana, Bairro Monte Alegre, CEP 13.281-070; e **(b) GILSON PEREIRA DE GOUVEA**, acima qualificado.
3. **Mesa:** *Presidente:* Gilson Pereira de Gouvea; *Secretário:* Eduardo Alberto Rodríguez Rached.
4. **Ordem do Dia:** Deliberar sobre: **(i)** a realização do pedido voluntário, pela Sociedade, de submissão ao procedimento de que trata o *Chapter 11* do *Title 11* do *Bankruptcy Code* dos Estados Unidos da América ("Bankruptcy Code") ("Procedimento Chapter 11"); **(ii)** obtenção pela Sociedade do Financiamento DIP (conforme definido abaixo), inclusão da Sociedade e demais devedores domiciliados no Brasil no Procedimento Chapter 11 como garantidores (*guarantors*) e devedores (*obligors*) e a prestação e outorga de garantias no âmbito do Financiamento DIP; **(iii)** a contratação de assessores financeiros, contábeis, jurídicos e outros profissionais especializados para atuação no Procedimento *Chapter 11* ("Assessores") e auxílio com o Financiamento DIP (conforme definido abaixo); **(iv)** a aprovação para a Sociedade tomar todas e quaisquer medidas que considerem necessárias ou apropriadas à apresentação do pedido voluntário de submissão ao Procedimento *Chapter 11*, incluindo, sem limitação, a oneração de todo e qualquer ativo e direito necessário no âmbito do Financiamento DIP; **(v)** a outorga de poderes e nomeação do Sr. James S. Feltman como Diretor de Reestruturação da Sociedade; e **(vi)** a ratificação de todos e quaisquer atos já praticados pela diretoria da Sociedade ou por seus procuradores, conforme o caso, para a consecução de todas as deliberações desta Ata.

5. **Deliberações:** Os sócios deliberaram e decidiram o quanto segue, por unanimidade de votos:

- i. **Aprovar** a realização do pedido voluntário, pela Sociedade e por suas Subsidiárias, de submissão ao Procedimento *Chapter 11* no Distrito de Delaware.
- ii. **Aprovar** a obtenção, pela Sociedade e por suas Subsidiárias, no âmbito do Procedimento *Chapter 11*, de: (a) financiamento *post-petition*, para a Sociedade e suas Subsidiárias, a ser celebrado em termos substancialmente iguais aos termos previstos no Contrato de Financiamento que é de conhecimento das Sócias, sujeito aos termos e condições que venham a ser negociados na versão final do mencionado Contrato de Financiamento, incluindo, sem qualquer limitação, demais termos e condições a respeito do Financiamento DIP e a inclusão da Sociedade e demais devedores domiciliados no Brasil no Procedimento *Chapter 11* como garantidores (*guarantors*) e devedores (*obligors*), cujos termos a respeito de tais sociedades brasileiras serão descritos no contrato final de financiamento (“Financiamento DIP”), e (b) prestação e outorga, pela Sociedade e suas Subsidiárias, de garantias em favor dos respectivos investidores no âmbito do Financiamento DIP.
- iii. **Aprovar** a contratação, pela Sociedade e suas Subsidiárias, dos Assessores para atuarem no Procedimento *Chapter 11*, no Financiamento DIP e em assuntos relacionados, na tomada de todas e quaisquer ações apropriadas para garantir e dar efeito aos direitos e obrigações da Sociedade e suas Subsidiárias em relação ao Procedimento *Chapter 11*, sempre conforme a discricionariedade da administração da Sociedade e de suas Subsidiárias, inclusive autorizando a administração da Sociedade e de suas Subsidiárias a celebrar contratos de consultoria e serviços com os Assessores, incluindo contratos e pedidos de autorização para retenção dos serviços dos Assessores.
- iv. **Autorizar** a Sociedade e à administração para: autorizar, assinar e protocolar todos os pedidos, aplicações, petições, formulários, moções, listas, requerimentos, peças processuais e outros documentos, celebrar acordos, contratos e quaisquer aditamentos que se façam necessários, transigir, emitir documentos, fazer declarações e apresentações, participar em audiências e tomar todas e quaisquer medidas que considerem necessárias ou apropriadas para a apresentação do pedido voluntário de submissão ao Procedimento *Chapter 11*, e executar todos e quaisquer outros atos que considerem necessários, adequados e desejáveis em relação ao Procedimento *Chapter 11*, tendo como fim o êxito do Procedimento *Chapter 11*, incluindo, sem limitação, qualquer ação necessária para manter o curso normal e a continuidade dos negócios da Sociedade e de suas Subsidiárias.
- v. **Autorizar** a administração da Sociedade para outorgar poderes e nomear o Sr. James S. Feltman como Diretor de Reestruturação da Sociedade (“CRO”), para que, individualmente ou em conjunto, independentemente da ordem de nomeação e do disposto no estatuto social da Sociedade possa: (a) representar a Sociedade e suas Subsidiárias na condução, implementação, negociação, assinatura e/ou apresentação dos instrumentos relacionados ao Procedimento do Capítulo 11, bem

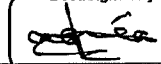
como a outorga de poderes suficientes para implementar as deliberações ora tomadas, sendo permitida a substituição, e (b) pagar e direcionar o pagamento de todas as taxas, despesas e outros custos permitidos pela lei aplicável em conexão com o curso das operações da Sociedade durante o Procedimento *Chapter 11* ou qualquer assunto relacionado.

- vi. **Ratificar** que, na medida em que quaisquer atos, ações e transações relacionadas com os assuntos contemplados pelas deliberações aqui tomadas tenham sido praticados pela administração ou procuradores da Sociedade ou de suas Subsidiárias, representando a Sociedade ou as suas Subsidiárias, tais ações são) ratificadas e confirmadas na sua totalidade pelas sócias da Sociedade.
- vii. **Autorizar** a administração da Sociedade, incluindo o CRO, além das autorizações aqui concedidas, a tomar, ou fazer com que sejam tomadas, todas e quaisquer outras medidas, e elaborar, celebrar, assinar, executar, reconhecer e entregar (e registrar em cartórios competentes, se necessário), e arquivar todos e quaisquer acordos, contratos (incluindo anexos), certificados, resoluções, instrumentos públicos ou privados, quaisquer aditamentos, declarações juramentadas, ordens, instruções, certidões, pedidos, recibos, declarações de financiamento ou outros instrumentos e pagar todas as despesas, incluindo mas não se limitando às taxas de arquivamento, em cada caso conforme necessário, desejável ou aconselhável na visão da administração, a fim de dar pleno efeito às deliberações ora tomadas, concluir tais instrumentos, e executar plenamente os termos e disposições dos mesmos, incluindo através da atribuição dos poderes necessários ao CRO.
6. **Encerramento:** Nada mais havendo a ser tratado, esta Ata foi lavrada, lida, aprovada e assinada em 3 (três) vias pela unanimidade dos sócios presentes. **MESA:** Gilson Pereira de Gouvea, *Presidente*; Eduardo Alberto Rodríguez Rached, *Secretário*. **SÓCIOS:** TARNOW INVESTMENT S.L., p.p Gilson Pereira de Gouvea; e **Gilson Pereira de Gouvea**.

São Paulo, 28 de agosto de 2023.

MESA:

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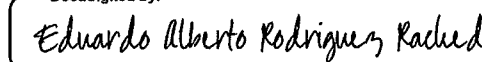


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GILSON PEREIRA DE GOUVEA

Presidente

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EDUARDO ALBERTO RODRÍGUEZ

RACHED

Secretário

SÓCIOS:

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TARNOW INVESTMENT S.L.

p.p Gilson Pereira de Gouvea

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GILSON PEREIRA DE GOUVEA